

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 1437**

**SUPPLEMENTAL CERTIFICATION OF COUNSEL REGARDING THE REVISED  
ORDER (I) APPROVING THE ASSET PURCHASE AGREEMENT, (II)  
AUTHORIZING AND APPROVING THE SALE OF CERTAIN OF THE DEBTORS'  
ASSETS FREE AND CLEAR OF ALL CLAIMS, LIENS, RIGHTS, INTERESTS,  
ENCUMBRANCES, AND OTHER ASSUMED LIABILITIES AND PERMITTED  
ENCUMBRANCES, (III) AUTHORIZING AND APPROVING THE ASSUMPTION AND  
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED  
LEASES, AND (IV) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On December 27, 2024, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1437) (the “**Motion**”).

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

2. On December 30, 2024, the Debtors filed the *Notice of Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1479).

3. From December 30, 2024, through January 2, 2024, the Court held a hearing to consider the Motion.

4. On January 2, 2025, the Debtors filed the *Certification of Counsel Regarding Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (D.I. 1553) (the “**Proposed Sale Order**”).

5. The Debtors have since further revised the Proposed Sale Order to incorporate one additional change to paragraph 101 of the Proposed Sale Order, as requested by the Court.

6. A copy of the revised Proposed Sale Order is attached hereto as **Exhibit 1**.

7. For the convenience of the Court and all parties in interest, a redline marking the one change to the Proposed Sale Order, is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Court enter the order attached hereto as **Exhibit 1** at its earliest convenience.

*[Remainder of Page Intentionally Left Blank]*

Dated: January 2, 2025  
Wilmington, Delaware

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